
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 6)**

ASPEN TECHNOLOGY, INC.
(Name of Subject Company (Issuer))

EMERSUB CXV, INC.
a wholly owned subsidiary of

EMERSON ELECTRIC CO.
(Names of Filing Persons (Offeror))

**EMR HOLDINGS, INC.
EMR WORLDWIDE INC.**
(Names of Filing Persons (Other Persons))

Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

29109X106
(Cusip Number of Class of Securities)

Michael Tang
Senior Vice President, Secretary & Chief Legal Officer
Emerson Electric Co.
8027 Forsyth Boulevard
St. Louis, MO 63105
314-553-2000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

**Phillip R. Mills
Cheryl Chan
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
212-450-4000**

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
☐ issuer tender offer subject to Rule 13e-4.
☒ going-private transaction subject to Rule 13e-3.
☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☐

This Amendment No. 6 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO, filed by Emersub CXV, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Purchaser”), Emerson Electric Co., a Missouri corporation (“Parent”), EMR Holdings, Inc., a Delaware corporation and EMR Worldwide Inc., a Delaware corporation (“EMR Worldwide”), on February 10, 2025 (together with any amendments and supplements thereto, the “Schedule TO”). The Schedule TO relates to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.0001 per share (“Shares”), of Aspen Technology, Inc., a Delaware corporation (“AspenTech”), at a price per Share of \$265.00, net to the seller in cash, without interest (the “Offer Price”), and subject to any withholding of taxes, upon the terms and subject to the conditions described in the Offer to Purchase dated February 10, 2025 (together with any amendments or supplements thereto, the “Offer to Purchase”) and in the accompanying Letter of Transmittal (together with any amendments or supplements thereto and with the Offer to Purchase, the “Offer”), copies of which are incorporated by reference to Exhibits (a)(1)(i) and (a)(1)(ii) of the Schedule TO respectively.

Except as otherwise set forth in this Amendment, the information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated by reference in response to all of the items of the Schedule TO, including, without limitation, all of the information required by Schedule 13E-3 that is not included in or covered by the items in the Schedule TO, and is supplemented by the information specifically provided herein. Capitalized terms used but not defined herein have the applicable meanings ascribed to them in the Schedule TO or the Offer to Purchase.

Item 1 through 9, Item 11 and Item 13.

Items 1 through 9, Item 11 and Item 13 of the Schedule TO, to the extent such Items incorporated by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

The following paragraphs are added thereto:

“On March 10, 2025, Parent announced an extension of the Expiration Date until 5:00 p.m., Eastern Time, on March 11, 2025. The Offer was previously scheduled to expire at 11:59 p.m., Eastern Time, on March 10, 2025.

The Depository has advised Parent and Purchaser that, as of 5:00 p.m., Eastern Time, on March 7, 2025, approximately 6,715,211 Shares have been validly tendered and not properly withdrawn pursuant to the Offer.

The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(viii) and is incorporated herein by reference.

On March 7, 2025, Parent, Purchaser and AspenTech entered into a letter agreement, pursuant to which the parties agreed that the initial expiration date shall be extended to 5:00 p.m., Eastern Time, on March 11, 2025 and that the Expiration Date will be deemed to refer to such time and date.

The letter agreement is attached hereto as Exhibit (a)(5)(ix) and is incorporated herein by reference.”

Items 1 through 9, Item 11 and Item 13 of the Schedule TO, to the extent such Items incorporated by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

All descriptions and references in respect of the Expiration Date in the Offer to Purchase, the Letter of Transmittal, Form of Notice of Guaranteed Delivery (Exhibit (a)(1)(iii)), Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(iv)) and Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(v)) are hereby amended to reflect an extension of the Expiration Date from “11:59 p.m., Eastern Time, on March 10, 2025” to “5:00 p.m., Eastern Time, on March 11, 2025.”

Items 1 through 9, Item 11 and Item 13 of the Schedule TO, to the extent such Items incorporated by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

The information set forth in the section entitled “24. Certain Legal Matters; Regulatory Approvals—Legal Proceedings Relating to the Tender Offer” beginning on page 70 of the Offer to Purchase is amended and supplemented by replacing the penultimate sentence thereto as follows (deletions are struck through and additions are underlined):

“As of the date of this Offer to Purchase, AspenTech has received demand letters from several purported stockholders relating to books and records requests pursuant to Section 220 of the DGCL, demand letters

from several purported stockholders related to alleged disclosure deficiencies in the Schedule 14D-9 and a several demands for appraisal pursuant to Section 262 of the DGCL.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Index No.	
(a)(5)(viii)	Emerson Press Release, dated March 10, 2025.
(a)(5)(ix)	Letter Agreement, dated March 7, 2025, among Emerson, Purchaser and AspenTech (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Emerson on March 10, 2025).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 10, 2025

EMERSON ELECTRIC CO.

By: /s/ John A. Sperino

Name: John A. Sperino

Title: Vice President and Assistant Secretary

EMR HOLDINGS, INC.

By: /s/ John A. Sperino

Name: John A. Sperino

Title: Vice President and Secretary

EMR WORLDWIDE INC.

By: /s/ John A. Sperino

Name: John A. Sperino

Title: President and Secretary

EMERSUB CXV, INC.

By: /s/ John A. Sperino

Name: John A. Sperino

Title: Vice President and Secretary

Emerson Extends Tender Offer to Accommodate S&P MidCap 400 Index Change

Tender Offer to Now Expire at 5:00 p.m. Eastern Time on March 11, 2025

ST. LOUIS – March 10, 2025 – Emerson (NYSE: EMR) today announced that it has extended the expiration of its tender offer to acquire all outstanding shares of common stock of Aspen Technology, Inc. (NASDAQ: AZPN) (“AspenTech”) not already owned by Emerson to 5:00 p.m. Eastern Time on March 11, 2025. This one business day extension is to accommodate the settlement and tendering of shares of AspenTech common stock that may be sold due to the S&P MidCap 400 index change. S&P Global previously announced that AspenTech will be replaced in the index effective prior to the opening of trading on March 11, 2025.

The tender offer remains subject to the satisfaction of the conditions specified in the offer to purchase. Holders that have previously tendered their shares do not need to re-tender their shares or take any other action.

Equiniti Trust Company, LLC, the depository and paying agent for the tender offer, has advised Emerson that, as of March 7, 2025, the last business day prior to the announcement of the extension of the tender offer, approximately 6,715,211 shares had been validly tendered and not validly withdrawn.

As detailed in a statement on February 10, 2025, the \$265 per share price for all the outstanding shares of common stock not already owned by Emerson represents its best and final price.

Innisfree M&A Incorporated is acting as information agent for the tender offer. Requests for documents and questions regarding the tender offer may be directed to Innisfree M&A Incorporated by telephone, toll-free at +1 (877) 456-3524 (from the U.S. and Canada) or +1 (412) 232-3651 (from other locations).

About Emerson

Emerson (NYSE: EMR) is a global industrial technology leader that provides advanced automation. With an unmatched portfolio of intelligent devices, control systems, and industrial software, Emerson delivers solutions that automate and optimize business performance. Headquartered in Saint Louis, Missouri, Emerson combines innovative technology with proven operational excellence to power the future of automation. For more information, visit [Emerson.com](https://www.Emerson.com).

Forward-Looking and Cautionary Statements

Statements in this press release that are not strictly historical may be “forward-looking” statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include the scope, duration and ultimate impacts of the Russia-Ukraine and other global conflicts, as well as economic and currency conditions, market demand, pricing, protection of intellectual property, cybersecurity, tariffs, competitive and technological factors, inflation, among others, as set forth in the Company's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC. The outlook contained herein represents the Company's expectation for its consolidated results, other than as noted herein.

Emerson uses our Investor Relations website, www.Emerson.com/investors, as a means of disclosing information which may be of interest or material to our investors and for complying with disclosure obligations under Regulation FD. Accordingly, investors should monitor our Investor Relations website, in addition to following our press releases, SEC filings, public conference calls, webcasts and social media. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this document.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of AspenTech, nor is it a substitute for any tender offer materials that Emerson, Emersub CXV, Inc. (“Purchaser”) or AspenTech have filed with the SEC. Emerson and Purchaser have filed a Tender Offer Statement on Schedule TO with the SEC containing an offer to purchase all of the outstanding shares of common stock of AspenTech not already owned by Emerson for \$265 per share and a Schedule 13E-3, and AspenTech has filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer and a Schedule 13E-3. The tender offer is being made solely by means of the Offer to Purchase,

and the exhibits filed with respect thereto (including the Letter of Transmittal), which contain the full terms and conditions of the tender offer. ASPENTECH'S STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, THE RELATED LETTER OF TRANSMITTAL AND OTHER TENDER OFFER DOCUMENTS), THE SCHEDULE 13E-3 AND THE SOLICITATION/RECOMMENDATION STATEMENT (AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME) BECAUSE THEY CONTAIN IMPORTANT INFORMATION WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. The Offer to Purchase, the related Letter of Transmittal and other tender offer documents, the Schedule 13E-3, as well as the Solicitation/Recommendation Statement, have been sent to all stockholders of AspenTech at no expense to them. The Tender Offer Statement and the Solicitation/Recommendation Statement are available for free at the SEC's website at www.sec.gov. Additional copies may be obtained for free by contacting Emerson or AspenTech. Free copies of these materials and certain other offering documents are available for request by mail to Emerson Electric Co., 8027 Forsyth Boulevard, St. Louis, Missouri 63105 attention: Colleen Mettler, by phone at (314) 553-2197, or by directing requests for such materials to the information agent for the offer, Innisfree M&A Incorporated. Copies of the documents filed with the SEC by AspenTech are available free of charge under the "Investor Relations" section of AspenTech's internet website at <http://ir.aspentech.com/>.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, the Schedule 13E-3 as well as the Solicitation/Recommendation Statement, Emerson and AspenTech file annual, quarterly and current reports, proxy statements and other information with the SEC. Emerson's and AspenTech's filings with the SEC are also available for free to the public from commercial document-retrieval services and at the website maintained by the SEC at www.sec.gov.

Contacts

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Media

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